

ABN AMRO HOLDING N V  
Form 6-K  
October 05, 2007

**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

For October 5, 2007

Commission File Number: 001-14624

ABN AMRO HOLDING N.V.

(Translation of registrant's name into English)

Gustav Mahlerlaan 10  
1082 PP Amsterdam  
The Netherlands

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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***Press Release***

Amsterdam, 5 October 2007

**Barclays withdraws Offer for ABN AMRO**

ABN AMRO notes the announcement today from Barclays regarding its Offer for all of ABN AMRO's shares.

As at 4 October 2007, 4,410,136 ordinary shares in the share capital of ABN AMRO were tendered under the Barclays Offer, as well as 782,945 American Depositary Shares. In addition 5,260 formerly convertible preference shares and 8,466,875 DR preference shares were tendered under the Offer.

Barclays' Offer for ABN AMRO was, in particular, conditional on obtaining at least 80% of the issued ordinary share capital of ABN AMRO as at the Closing Date of the Offer on 4 October 2007. This condition was not fulfilled and, as a result, Barclays has announced it has withdrawn its Offer with immediate effect.

In its reasoned opinion of 16 September 2007, ABN AMRO refrained from recommending the Barclays Offer to its shareholders. As a consequence of this and in accordance with its obligations under the merger protocol of 23 April 2007, as amended on 23 and 30 July 2007, ABN AMRO will pay Barclays a break fee of EUR 200 mln.

The tender offer of the consortium will expire at 1500 CET today.

This is an announcement pursuant to article 9b paragraph 1 of the Dutch Securities Markets Supervision Decree (Besluit toezicht effectenverkeer 1995).

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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The information contained in this report is incorporated by reference into the registration statements on Form S-8 with Registration Nos. 333-81400, 333-84044, 333-128621, 333-128619, 333-127660 and 333-74703, and the registration statements on Form F-3 with Registration Nos. 333-137691 and 333-104778.

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ABN AMRO HOLDING N.V.

Date: October 5, 2007

By: /s/ Dies Donker  
Name: Dies Donker  
Title: Head of Investor Relations

By: /s/ Petri Hofste  
Name: Petri Hofste  
Title: Group Accounting Officer

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